FORM 4

Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
obligations may continue. See	
Instruction 1(b)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

ursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' TEMPUR SEALY INTERNATIONAL, (Check all applicable) Vollet Scott Director 10% Owner <u>INC.</u> [TPX] Officer (give title Other (specify X below) below) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) EVP, Global Operations C/O TEMPUR SEALY INTERNATIONAL, INC. 01/03/2023 1000 TEMPUR WAY 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person Х LEXINGTON 40511 KY Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership Form: Direct 7. Nature of Transaction Securities Indirect Beneficial (Month/Dav/Year) if any Beneficially (D) or Indirect Code (Instr. Ownership (Instr. 4) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Reported Transaction(s) (A) or (D) v Code Price Amount (Instr. 3 and 4) **\$0**⁽¹⁾ 01/03/2023 Common Stock Μ 72,480 A 330,064 D Common Stock 01/03/2023 F 33,655 296,409 D D \$33.77 **\$(**1) Common Stock 01/03/2023 м 305,465 D 9.056 Α

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

F

(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Units	\$0.0 ⁽¹⁾	01/03/2023		М			72,480	(2)	(2)	Common Stock	72,480	\$0	72,456	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/03/2023		М			9,056	(3)	(3)	Common Stock	9,056	\$0	9,056	D	

Explanation of Responses:

Common Stock

1. Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.

2. On February 4, 2021, the Compensation Committee of the Board of Directors determined that the maximum performance condition for the performance restricted stock units (PRSUs) granted on January 3, 2020 was achieved. The PRSUs vest in approximately three equal installments on January 3, 2022, 2023 and 2024 and have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020. 3. The restricted stock units ("RSUs") were previously reported as a grant of 9,058 RSUs vesting in four annual installments on January 3, 2021, 2022, 2023 and 2024. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

Remarks:

/s/ Bhaskar Rao, Attorney-in-
<u>Fact</u>
tt Cinneture of Departing Deven

D

4.175

\$33.77

301,290

D

01/05/2023

Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

01/03/2023

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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